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FILED
Apr 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F31839 (6) 1. Corporation Name SOUTHBAY, INCORPORATED
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Principal Place of Business 121 42ND AVENUE EAST BRADENTON FL 34208	Mailing Address 121 42ND AVENUE EAST BRADENTON FL 34208
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent CARRIER, JAMES M 1812-76TH ST.,W. BRADENTON FL 33529	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	
NAME	CARRIER, JAMES	1.2 NAME	
STREET ADDRESS	1812 76TH ST.W.	1.3 STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	1.4 CITY-ST-ZIP	
TITLE	SDT	2.1 TITLE	
NAME	CARRIER, BARBARA	2.2 NAME	
STREET ADDRESS	1812-76TH ST.,W.	2.3 STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	2.4 CITY-ST-ZIP	
TITLE	P	3.1 TITLE	
NAME	LEITER, ARNE	3.2 NAME	
STREET ADDRESS	2404 COLGATE AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	3.4 CITY-ST-ZIP	
TITLE	S	4.1 TITLE	
NAME	LEITER, DIANNA	4.2 NAME	
STREET ADDRESS	2404 COLGATE AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)